

**NORFOLK
SOUTHERN**

0100055957

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

Writer's Direct Dial Number
(804) 529-2818
Telecopier: (804) 533-4872

RECORDATION NO. 9427-25

DEC 2 1993 - 3 25 PM

November 30, 1993

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of November 16, 1993. The primary document to which this is connected is recorded under Recordation No. 9427.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

ASSIGNEE OF VENDOR: Morgan Guaranty Trust Company
of New York
60 Wall Street
New York, NY 10260

VENDEE: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
270	Fully Enclosed Automobile Rack Cars		159201-159370 50400-50499

A fee of \$18.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated November 16, 1993, to terminate Conditional Sale Agreement with Recordation No. 9427, dated May 1, 1978, and covering 270 fully enclosed automobile rack cars numbered 159201-159370 and 50400-50499, all inclusive.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Gary Lane", written in a cursive style.

J. Gary Lane

jgl
encl.

SOUTHERN RAILWAY COMPANY

CONDITIONAL SALE AGREEMENT DATED MAY 1, 1978, INTERSTATE COMMERCE COMMISSION
RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Assignee"), Assignee under an Agreement and Assignment dated as of May 1, 1978, from Thrall Car Manufacturing Company and Pullman Incorporated (Pullman Standard Division) (the "Sellers") to the Assignee of all of the right, title and interest of the Sellers in and to certain railroad equipment under a Conditional Sale Agreement dated as of May 1, 1978, as amended (the "Conditional Sale Agreement"), between the Sellers and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Buyer"), covering said railroad equipment, hereby certifies that the Assignee has been paid the full indebtedness in respect of the purchase price of the railroad equipment, together with interest and all other payments as provided in the Conditional Sale Agreement, and that all the Buyer's obligations contained in the Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignee hereby declares the Conditional Sale Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Buyer, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Assignee's right, title and interest in and to the railroad equipment of every character described in the Conditional Sale Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Buyer.

IN WITNESS WHEREOF, the Assignee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal, duly attested, this 16th day of November, 1993.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Assignee

By: _____
Title: _____


P.J. Crowley
Vice President

ATTEST:

Cheryl Petti
Assistant Secretary

STATE OF)
)
 COUNTY OF)

On this 16th day of November, 1993, before me,
 a Notary Public, personally appeared Patrick J. Crowley,
 to me personally known, who, being by me duly sworn, says he is a
 Vice President of Morgan Guaranty Trust Company
 of New York, that the seal affixed to the foregoing instrument is
 the corporate seal of said corporation, that said instrument was
 signed and sealed on behalf of said corporation by authority of
 its Board of Directors, and he acknowledged that the execution of
 the foregoing instrument was the free act and deed of said
 corporation.


 Notary Public

My commission expires:

ALISON M. LEUCHOWICZ
 Notary Public, State of New York
 No. 4987625
 Qualified in Nassau County
 Commission Expires 12/31/94

Interstate Commerce Commission
Washington, D.C. 20423

12/2/ 93

OFFICE OF THE SECRETARY

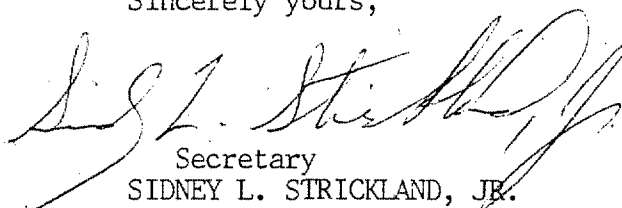
J Gary Lane
General Solicitor
Norfolk Southern Corporation
Three Commerce Place
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 12/2/93 at 3:25pm, and assigned
recordation number(s).

9427-D

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/1/94